

RECORDATION NO. 27946 FILED

MAY 26 '09 -1 20 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

May 27, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Name Change, effective as of May 26, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

New Name: Trinity Rail Leasing Warehouse Trust  
c/o Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

[Prior Name: Trinity Rail Leasing Trust II  
2525 Stemmons Parkway  
Dallas, TX 75207]

Anne K. Quinlan, Esquire  
May 27, 2009  
Page Two

A description of the railroad equipment covered by the enclosed document is:

No new or additional equipment is associated with this filing.

A short summary of the document to appear in the index follows:

Notice of Name Change.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27946 FILED

MAY 26 '09 -1 20 PM

SURFACE TRANSPORTATION BOARD

Trinity Rail Leasing Warehouse Trust  
c/o Trinity Industries Leasing Company, its Manager  
2525 Stemmons Freeway  
Dallas, TX 75207

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

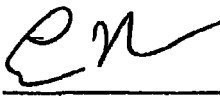
Re: Notice of Name Change

Dear Ms. Quinlan:

Please be advised that Trinity Rail Leasing Trust II, a Delaware statutory trust, effective May 26, 2009, changed its name to "Trinity Rail Leasing Warehouse Trust."

Sincerely yours,

Trinity Rail Leasing Warehouse Trust

By: 

Name: Eric R. Marchitto

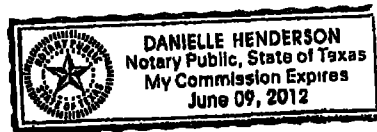
Title: Vice President

STATE OF Texas )  
COUNTY OF Dallas ) SS.

The undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that Eric L. Marchetto, the Vice President of Trinity Rail Leasing Warehouse Trust, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act and in his capacity as Trustee aforesaid, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and official seal this 26<sup>th</sup> day of May, 2009.

Danielle Henderson  
Notary Public  
My Commission Expires: 6/9/2012



# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRINITY RAIL LEASING TRUST II", CHANGING ITS NAME FROM "TRINITY RAIL LEASING TRUST II" TO "TRINITY RAIL LEASING WAREHOUSE TRUST", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2009, AT 9:12 O'CLOCK P.M.

3540898 8100

090529197

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7323451

DATE: 05-27-09

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF TRUST  
OF  
TRINITY RAIL LEASING TRUST II**

Pursuant to Title 12, Section 3810(b) of the Delaware Statutory Trust Act, the undersigned Trust executed the following Certificate of Amendment:

1. Name of Statutory Trust: Trinity Rail Leasing Trust II
2. The Certificate of Trust is hereby amended as follows:  
The name of the Statutory Trust is Trinity Rail Leasing Warehouse Trust.
3. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 26 day of May, 2009.

By 

Name: James E. Perry

Title: Managing Trustee

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/27/09



Robert W. Alvord